

Exhibit A-1 1



CERTIFICATE

The undersigned, Alicia G. Powell, Corporate Secretary of The PNC Financial Services Group, Inc. (the "Corporation"), and Secretary of PNC Bank, National Association (the "Bank"), does hereby certify that the following is a true and correct copy of Resolutions adopted by the Boards of Directors of the Corporation and the Bank via written consent in lieu of a meeting, effective December 21, 2020, and that said Resolutions are in full force and effect as of the date below:

We the undersigned, being all of the directors of The PNC Financial Services Group, Inc., a corporation organized under the laws of Pennsylvania ("PNC Purchaser"), and PNC Bank, National Association, a national banking association ("PNC Bank"), hereby adopt the following resolutions, on behalf of the entities identified below our signatures, by signing our written consent hereto:

WHEREAS, PNC Purchaser is the ultimate parent company of PNC Bank;

WHEREAS, BBVA USA Bancshares, Inc., a corporation organized under the laws of the state of Texas ("BBVA HoldCo"), is a financial holding company conducting its business operations primarily through its commercial banking subsidiary, BBVA USA, an Alabama state-chartered bank ("BBVA Bank"), and a wholly owned subsidiary of Banco Bilbao Vizcaya Argentaria, S.A., a *sociedad anónima* organized under the laws of the Kingdom of Spain ("Seller");

WHEREAS, PNC Purchaser and Seller are parties to that certain Share Purchase Agreement, dated as of November 15, 2020 (the "Purchase Agreement"), pursuant to which, subject to the terms and conditions of the Purchase Agreement, PNC Purchaser is acquiring 100% (the "Parent Acquisition") of the issued and outstanding shares of Capital Stock (as defined in the Purchase Agreement) of BBVA HoldCo (the "BBVA HoldCo Shares"), following which PNC Purchaser and PNC Bank anticipate that: (i) BBVA HoldCo shall be merged with and into PNC Purchaser, such that BBVA HoldCo's corporate existence shall cease, and BBVA Bank will be a direct wholly-owned subsidiary of PNC Purchaser (the "BBVA HoldCo Merger"); (ii) following the effectiveness of the Parent Acquisition, PNC Purchaser will contribute and transfer of all of its right, title and interest (the "Contribution") in BBVA Bank to PNC Bancorp, Inc., a corporation organized under the laws of Delaware ("PNC Bancorp") and the parent of PNC Bank; and (iii) following the effectiveness of the Contribution, and concurrent with the completion of the conversion (and related de-conversion) of BBVA Bank's systems platform to those of PNC Bank (the "Conversion"), BBVA Bank will be merged with and into PNC Bank whereby the corporate existence of BBVA Bank shall cease and PNC Bank shall continue its corporate existence as the surviving bank (the "Bank Merger");

WHEREAS, in connection with the BBVA HoldCo Merger, PNC Purchaser and BBVA HoldCo anticipate that (i) PNC Purchaser and BBVA HoldCo will enter into an Agreement of Merger substantially on the terms described to the Boards of Directors of PNC Purchaser and PNC Bank (together, the "Boards of Directors"), the definitive form of which will provide for the proposed BBVA HoldCo Merger (such definitive form, together with all exhibits, annexes, and ancillary agreements relating thereto, as they may be amended or supplemented from time to time, the "HoldCo Merger Agreement"), and (ii) PNC Purchaser and PNC Bancorp will effect the Contribution, through an agreement or otherwise; and

WHEREAS, in connection with the Bank Merger, PNC Bank and BBVA Bank will enter into an Agreement of Merger substantially on the terms described to the Boards of Directors, the definitive form of which will provide for the proposed Bank Merger (such definitive form, together with all exhibits, annexes, and ancillary agreements relating thereto, as they may be amended or supplemented from time to time, the "Bank Merger Agreement"); and

WHEREAS, the Boards of Directors have reviewed the terms of the HoldCo Merger Agreement, the Contribution, and the Bank Merger Agreement (together, the "Transaction Arrangements") and the



transactions contemplated thereby as described to the Boards of Directors and have considered such other factors as the members of the Boards of Directors consider pertinent; and

WHEREAS, the Boards of Directors find that it is desirable and in the best interests of each of PNC Purchaser and PNC Bank that the Transaction Arrangements and the transactions contemplated thereby be accomplished substantially on the terms described in therein.

Approval of the BBVA HoldCo Merger, the Contribution, the Bank Merger and Entry into the Transaction Arrangements

NOW, THEREFORE, BE IT RESOLVED, that based upon the presentations made to the Boards of Directors and upon such other matters as were deemed relevant by the Boards of Directors, the Boards of Directors determine that the Transaction Arrangements, the entry into the Transactions Arrangements and all transactions and matters contemplated in connection therewith (each of the transactions and other matters referred to in this paragraph, collectively, the "Transactions") are advisable and in the best interests of each of PNC Purchaser and PNC Bank and each of their shareholders, and hereby approve the entry into the Transaction Arrangements and the other Transactions, subject to and conditioned upon the consummation of the Parent Acquisition and such other conditions as specified in the Purchase Agreement or the Transaction Arrangements; and

RESOLVED, further, that the proper officers of each of PNC Purchaser and PNC Bank (the "Authorized Officers") be, and each of them hereby is, authorized and empowered for and on behalf of the respective entity of which they are proper officers to execute and deliver the Transaction Arrangements in substantially the form presented to the Boards of Directors, with such changes as such Authorized Officer executing the same may approve, as well as to execute and deliver any additional agreements which may hereafter be prepared to effectuate the Transactions; the execution and delivery of the Transaction Arrangements and any such additional agreements by any such Authorized Officer to be deemed conclusive evidence that each of the Boards of Directors, PNC Purchaser, and PNC Bank has approved and does approve such agreement as executed; and

Regulatory Filings

RESOLVED, further, that the Authorized Officers be, and each of them hereby is, authorized and directed, for and on behalf of the respective entity of which they are proper officers, to prepare all documentation, to effect all filings with and to obtain all permits, consents, approvals and authorizations of all third parties and foreign, federal, state and other governmental, regulatory and self-regulatory authorities, including the Office of the Comptroller of the Currency ("governmental authorities") necessary or advisable in connection with the consummation of the BBVA HoldCo Merger, the Contribution, the Bank Merger and the other Transactions, to execute personally or by attorney-in-fact such filings or amendments or supplements to any of the foregoing and to cause such filings and any amendments and supplements thereto to become effective or otherwise approved; the taking of any such action to be deemed conclusive evidence that each of the Boards of Directors, PNC Purchaser, and PNC Bank has authorized and does authorize such action; and

Submission to Stockholder

RESOLVED, further, that the Board of Directors of PNC Bank hereby recommends that the Bank Merger Agreement and the transactions contemplated by the Bank Merger Agreement, including the Bank Merger, be adopted and approved by the sole shareholder of PNC Bank;

Additional Actions

RESOLVED, further, that the Authorized Officers be, and each of them hereby is, in accordance with the foregoing resolutions, authorized, for and on behalf of the respective entity of which they are proper officers, to prepare, execute and deliver any and all agreements, amendments, certificates,



reports, applications, notices, instruments, schedules, statements, consents, letters or other documents with respect to the matters contemplated by the foregoing resolutions, to incur any fees and expenses and to do or cause to be done any and all such other acts and things as, in the opinion of any such Authorized Officer, may be necessary, appropriate or desirable in order to comply with the applicable laws and regulations of any jurisdiction (domestic or foreign), or otherwise in order to enable PNC Purchaser and PNC Bank to fully and promptly to carry out the purposes and intent of the foregoing resolutions and to permit the matters contemplated thereby to be lawfully consummated; and

RESOLVED, further, that all actions heretofore taken by any of the directors, officers, representatives or agents of PNC Purchaser, PNC Bank or any of its affiliates, in the name or on behalf of PNC Purchaser or PNC Bank, in connection with the BBVA HoldCo Merger, the Contribution, the Bank Merger and the other Transactions or otherwise referred to in the foregoing resolutions be, and each of the same hereby is, ratified, confirmed and approved in all respects as the act and deed of PNC Purchaser and PNC Bank; and

RESOLVED, further, that any resolutions inconsistent with the foregoing or with any action of any officer pursuant to the foregoing are hereby modified or rescinded so as to be consistent herewith and therewith.

IN WITNESS WHEREOF, the undersigned has hereunto set her hand and affixed the seal of the Corporation this 7th day of October, 2021.



Alicia G. Powell

Alicia G. Powell

ACKNOWLEDGMENT

COMMONWEALTH OF PENNSYLVANIA)

COUNTY OF Allegheny) ss

Before me, a Notary Public, in and for said County and Commonwealth, personally appeared Alicia G. Powell, Corporate Secretary of The PNC Financial Services Group, Inc. and Secretary of PNC Bank, National Association, being duly sworn, executed in my presence the foregoing document for the purposes therein contained for and on behalf of The PNC Financial Services Group, Inc and PNC Bank, National Association.

WITNESS my hand and Notarial Seal this 7th day of October, 2021.

Janet L. Deringer

Notary Public

My Commission Expires: October 11, 2021

